

**ASSOCIATIONS INCORPORATION ACT 1981**

**Section 7**

Registered no. : A0021542B

**CERTIFICATE OF INCORPORATION**

THIS IS TO CERTIFY THAT

AUSTRALASIAN SOCIETY FOR INFECTIOUS DISEASES INC.

IS ON AND FROM THE 30TH AUGUST 1990

INCORPORATED UNDER THE ASSOCIATIONS INCORPORATION ACT 1981

Given under my hand at Melbourne this 30TH DAY OF AUGUST 1990

(Signed)

Deputy Assistant registrar of Incorporated Associations

**Confirmed March 1993.**

**Amended May 1998 (additional Rule included)**

**Amended September 2001 (financial year altered)**

**Amended November 2002 (additional Rule included and minor alterations)**

**Amended March 2003 (addition of grievance clause and minor changes)**

**Amended May 2004 (additional Rule re New Zealand members included)**

**Amended September 2004 (minor alteration to clause 10(i) by Department)**

**Amended 24 March 2007 (clause 5 (a) and (b) altering term of office)**

## ASSOCIATIONS INCORPORATION ACT 1981

### Section 5(b)

#### STATEMENT OF PURPOSES

1. THE name of the proposed Incorporated Society is "THE AUSTRALASIAN SOCIETY FOR INFECTIOUS DISEASES INCORPORATED (hereinafter called "the Society").
  
2. THE Purposes of the proposed Incorporated Society shall be as follows:-
  - (a) The encouragement of the study and advancement of the science and practice of the field of infection with emphasis being placed on the care and investigation of patients, epidemiology and the control of infectious diseases;
  - (b) To hold meetings and conferences for the discussion of the affairs, interest and duties of the members of the medical profession and others engaged in the practice and study of infectious diseases;
  - (c) To encourage research in the study of infectious diseases by grants from the funds of the Society and by the establishment of scholarships, prizes or awards and in such manner as the Society may determine;
  - (d) To establish, endow, contribute to, organise and manage provident or benevolent funds for the benefit or assistance of members of the Society;
  - (e) To do all such other things as are incidental and related to the field of infectious diseases including (but without limiting the generality of the foregoing):-
    - (i) The purchase sale, lease, mortgage or otherwise dealing with any real or personal property;
    - (ii) The taking out of such policies of insurance as the Council shall deem necessary;
    - (iii) The operation of a current banking account at any bank; and
    - (iv) The entering into any contract for or on behalf of the Society.

# ASSOCIATIONS INCORPORATION ACT 1981

## Section 5 (c)

### RULES

(as confirmed on 27 March 1993)\*  
(as amended on 27 May 1998)\*\*  
(as amended on 18 September 2001)\*\*\*  
(as amended on 25 March 2003)\*\*\*\*

- 1** THE name of the Incorporated Society is "THE AUSTRALASIAN SOCIETY FOR INFECTIOUS DISEASES INCORPORATED" (hereinafter called "the Society").
- 2** (1) In these Rules, unless the contrary intention appears - "Committee" means the Committee of Management of the Society.  
"Constitution" means Statement of Purposes and Rules of the Australasian Society for Infectious Diseases Incorporated.  
"Financial year" means the year ending on 31 December.  
"General Meeting" means a general meeting of members convened in accordance with Rule 10.  
"Member" means a member of the Society.  
"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Society under Rule 5.  
"The Act" means the Associations Incorporation Act 1981.  
"The Regulations" means Regulations under the Act.
- (2) In these Rules, a reference to the secretary of the Society is a reference -
- (a) where a person holds office under these Rules as secretary of the Society - that person;  
and
- (b) in any other case, to the public officer of the Society.
- (3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

\* **Constitution confirmed by documentation received from the Office of Fair Trading 26 August 1997**

\*\* **Amendment to Rules (inclusion of item 20) approved by Business Affairs 27 May 1998**

\*\*\* **Amendment to Rules (No.2 (1) - Financial Year) approved by Business Affairs 18 September 2001**

\*\*\*\* **Amendment to Rules (inclusion of grievance clause and minor alterations to re membership fees and postal voting) passed by special resolution 25 March 2003.**

- 3 (1) No person shall be eligible for membership of the Society unless either -
- (a) He/she is a member of the medical profession of sufficient attainment in the opinion of the Committee having regard to his/her contributions to the field of infectious diseases as represented by publications or as described by nominators, to further the aims of the Society; or
  - (b) He/she is otherwise recommended for membership by the Committee in recognition of meritorious contribution to the aims of the Society.
- (2) All proposals of nominations for membership shall be made to the committee by two members of the Society (one proposer and one seconder). After approval by the Committee, nominations shall be put to a general meeting of the Society. A majority of the members present at the meeting shall be necessary for the election of any applicant to membership.
- (a) Any person may, on the recommendation of the Committee, be elected as an honorary life member of the Society.
  - (b) There shall be two types of membership, full membership and associate membership
- Full membership** shall apply to members of the medical profession as described in 3(1)(a) or other members as described in 3(1)(b) above. Full members will have voting rights.
- Associate membership** shall apply to non-medically qualified applicants who are not considered eligible for full membership under category 3(1)(b) above or medical graduates undergoing advanced training in Infectious Diseases or Microbiology or other individuals at the discretion of the Committee. They will not have voting rights.
- The level of the annual membership fee for both categories of membership shall be set at the Annual General Meeting.
- The Committee will decide whether a nominee should be designated as a full or associate member.
- (3) For the purposes of these Rules the office of an officer of the Society or of an ordinary member of the Committee becomes vacant if the officer or member:
- (a) (i) by notice in writing to the Committee he/she resigns his/her membership;

- (ii) having been eligible for membership by virtue of being licensed to practise medicine or registered as a medical practitioner in the country in which he/she resides, he/she ceases to be so licensed or registered other than by retirement;
- (iii) upon recommendation of the Committee if a member is in arrears in his/her annual membership fees for three years or more;
- (iv) upon the recommendation of the Committee passed by a majority of the members present at any general meeting of the Society;
- (v) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.

4 In the event of a casual vacancy in any office referred to in Clause 3 the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.

- 5
- (a) There shall be the following officers of the Society, namely, a President, a Vice-President, a Secretary and a Treasurer. The President and the Vice-President are to be elected by members of the Society at an annual general meeting. The President and the Vice-President shall have an initial term of office of two years and shall be eligible for re-election for a third year. The Secretary and Treasurer are to be elected by members of the Society at the annual general meeting. They shall hold office for a term of two years and shall be eligible for re-election.
  - (b) The Committee shall be composed of the President, the Vice-President, the immediate past President, the Secretary, the Treasurer and four additional members who shall be elected by the members of the Society at the Annual General Meeting. The four additional members shall have a term of office of two years, but shall be eligible for re-election for a further consecutive two year term. The Committee shall have power to co-opt additional members who may be re-appointed, but will have a non-voting role. The Committee shall also have power to co-opt one executive assistant.
  - (c) There be at least one member of the Society (ASID) on the Committee (Council)

who is resident in New Zealand and who has been nominated by the New Zealand membership. The designated New Zealand seat may be filled by the President, Vice President, Secretary or Treasurer.

- (d) All nominees to the position on the Committee shall be proposed and seconded by members of the Society and notices of nomination must reach the Secretary at least 30 days before the Annual General Meeting.
- (e) The Committee shall meet immediately prior to the Annual General Meeting of the Society and at such other times as the President, or in his/her absence the Vice-President, shall deem fit, provided always that written notice of any meeting shall be forwarded to all members of the Committee at least seven clear days in advance.
- (f) The quorum for a meeting of the Committee shall be five.
- (g) The Chairman of the Committee shall be the President for the time being of the Society or, in his/her absence, the Vice-President provided however that in the event of an equality of votes the Chairman shall not have a casting vote in addition to his/her normal deliberative vote.
- (h) Each member of the Committee shall have one vote and decisions of the Committee shall be made by a simple majority of votes.

**6** The Secretary shall have the following duties:

- (a) the keeping of all minutes of meetings of the Committee and the Society;
- (b) the convening of all meetings of the Committee and the Society in accordance with this Constitution;
- (c) shall keep and maintain a Register of Members in which shall be entered the full name, address and date of entry of the name of each member, category of membership and the Register shall be available for inspection by Members at the address of the Public Officer.

The Treasurer shall have the following duties:

- (a) shall keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with activities of the Society; and
- (b) shall collect and receive all monies due to the Society and make all payments

authorised by the Society.

- 7** The accounts and books referred to in sub-clause 6(c) shall be available for inspection by members.
- 8** Except as otherwise provided in these rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Society.
- 9** The duties and functions of the Committee shall be:

  - (a) To approve and arrange the admission of any new member;
  - (b) to recommend the expulsion of any member;
  - (c) to administer the finances of the Society;
  - (d) to arrange Meetings of the Society;
  - (e) to carry out the business of the Society in all respects and otherwise promote its aims.
- 10**

  - (a) There shall be an Annual General Meeting of the Society held at least once every year. Other General Meetings may be called by the Committee from time to time. All Meetings shall be held at such times and at such places as are fixed by the Committee.
  - (b) At least fourteen clear days' notice specifying the place, day and hour of meeting and in the case of special business, the general nature of such business shall be given to all members by notice sent by post.
  - (c) Notice may be served to a member by addressing it to the member and leaving it at, or by sending by post, to the address notified to the association by the member.
  - (d) Any member desiring to bring forward a Motion for consideration at a Meeting must give notice of such Motion to the Secretary at least sixty days prior to the date of the Meeting at which such Motion is to be considered and the terms of such Motion shall be circulated with the Agenda to all members of the Society.
  - (e) Ten members present shall be a quorum for a General Meeting and no business shall be transacted at any General Meeting unless the quorum requisite be present at the commencement of the business.

- (f) The President, or in his/her absence or if he/she shall be unwilling to act, the Vice-President, shall take the chair at every General Meeting or if at any meeting none of those be present within fifteen minutes after the time appointed for holding such Meeting and willing to act, the members personally present shall choose another member of the Committee to take the chair.
- (g) Subject to the provisions hereinafter contained relating to postal ballots and to amendment alteration or repeal of this Constitution every question submitted to a Meeting shall be decided in the first instance by a show of hands of the members present and in the case of an equality of votes the Chairman shall have a casting vote in addition to his/her normal deliberative vote.
- (h) At any General Meeting a direction by the Chairman that a resolution has been carried by a majority or lost, an entry to that effect in the Minutes of the Meeting shall, subject to the following sub-clauses, be conclusive evidence of the fact that proof of the number or proportion of the votes were recorded in favour of or against such resolution.
- (i) The Committee may prior to a general meeting being held submit resolution which is to be considered by such meeting to a postal ballot of members and, if necessary, the meeting shall stand adjourned in relation to such resolution until the Chairman can declare the results of such postal ballot.
- (j) If at any meeting immediately after a decision upon any matter by show of hands the Chairman or not fewer than five members present demand a postal ballot of members, the resolution of the meeting upon completion shall cease to be effective and such postal vote shall be conducted and the meeting shall stand adjourned in relation to such resolution until the Chairman can declare the results of such postal ballot.
- (k) A postal ballot of the members shall be conducted in such manner as the Committee from time to time shall by regulation determine.
- (l) The Chairman of the General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished in the meeting from which the adjournment took place.
- (m) Every member shall have one vote.
- (n) No member shall have the right to vote by proxy or attorney.

- 11** Every member, except honorary life members, shall pay to the Society an entrance fee and annual membership fee of such respective amounts as may from time to time be determined by the Annual General Meeting of the members upon the recommendation of the Committee.
- 12**
- (a) Any member of the Society desiring to amend, alter or repeal the Statement of Purposes or the Rules of the Incorporated Society, must give a Notice of Motion signed by five members of the Society, to the Secretary at least ninety days prior to any General Meeting.
  - (b) The proposal shall be considered by the Committee who shall make a recommendation to the members of the Society at the General Meeting.
  - (c) The Secretary shall at least twenty-one days prior to the General Meeting at which it is to be brought forward circulate to all members the terms of the Motion.
  - (d) Notice may be served to a member by addressing it to the member and leaving it at, or by sending by post to the address notified to the member and leaving it at, or by sending by post to, the address notified to the association by the member.
  - (e) Votes cast by members present must be passed by a majority of not less than three-quarters of the members present at the meeting entitled under these rules to vote.
  - (f) Every amendment, alteration or repeal of the Constitution when the same has been allowed as aforesaid shall be entered together with the date by the Secretary and a copy of the constitution kept for that purpose and shall be initialled by the President and any such copy shall be the authoritative copy of the Constitution until it shall be further amended, altered or repealed.
  - (g) The terms of the motion must be passed by a majority of not less than three quarters of the members, who being entitled under these rules to vote do so, in person at a meeting.
- 13** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer, or in his/her absence another member of the Society so designated by the Committee.

- 14** (1) The Common Seal of the Society shall be kept in the custody of the Secretary.
- (2) The common seal shall not be fixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Society.
- 15** The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and other sources as the Committee determine.
- 16** Disputes and mediation
- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
- (a) a member and another member; or
- (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
- (a) a person chosen by agreement between the parties;
- or
- (b) in the absence of an agreement –
- (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by

mediation.

- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

**17** In the event of the winding up or the cancellation of the Incorporation of the Society, the assets of the Society shall be disposed of in accordance with the provisions of the Act.

**18** (1) A notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at his/her address shown in the Register of Members.

- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document, shall, unless contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

**19** (1) Subject to these rules, the Committee may by resolution -

- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with the Regulations - if the Committee is of the opinion that the member -  
has refused or neglected to comply with these rules; or  
has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

- (2) A resolution of the Committee under sub-clause (1) -
  - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and no later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1) the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -
  - (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that he/she may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting written statement seeking the revocation of the resolution; and
    - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he/she wishes to appeal to the Association in general meeting against the Resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee-
  - (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3), he/she shall notify the Committee and the Committee shall convene a general meeting of the

Association to be held within twenty-one days after the date on which the Secretary received the notice.

- (6) At a general meeting of the Association convened under sub-clause (5) -
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting -
  - (a) two-thirds of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

**20** If upon the winding-up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other association, having similar objects to those of the Association, and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association at or before the time of dissolution, and in default thereof, by such Judge of the Supreme Court of Victoria as may have, or acquire jurisdiction in the matter.

**21** The assets and income of the Society shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to the members of the organisation for other purposes except as bona fide remuneration for services rendered or expenses incurred on behalf of the Society.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_

President